

A94000001238

Florida Department of State
Division of Corporations
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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MERGER OR SHARE EXCHANGE

Sam Lewis Roofing, Limited Partnership

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SAM LEWIS ROOFING, LTD. A FLORIDA ENTITY

INTO

SAM LEWIS ROOFING, LIMITED PARTNERSHIP A VIRGINIA ENTITY, entity
not qualified in Florida.

File date: January 8, 2002

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 620.201 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Sam Lewis Roofing, Ltd.
P.O. Box 16206
Plantation, FL 33318

Jurisdiction: Florida

Entity Type: Limited Partnership

Florida Document Number: A94000001238

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ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Sam Lewis Roofing, Limited Partnership
P.O. Box 16206
Plantation, FL 33318

Jurisdiction: Virginia

Entity Type: Limited Partnership

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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ARTICLE 3

The attached Plan of Merger meets the requirements of Section 620.201, Florida Statutes, and was approved by the merging limited partnership on November 30, 2001 in accordance with Chapter 620, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by the surviving limited partnership on November 30, 2001 in accordance with applicable law.

ARTICLE 5

The surviving limited partnership hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting partners of each domestic limited partnership that is a party to the merger.

ARTICLE 6

The surviving limited partnership agrees to pay the dissenting partners of each domestic limited partnership that is a party to the merger the amount, if any, to which they are entitled under Section 620.205, Florida Statutes.

ARTICLE 7

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 8

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

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ARTICLE 9

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

Sam Lewis Roofing, Ltd.

By: 

by F.E. Cammarata as attorney-in-fact

Name: Monica L. Deal, Inc.

Title: General Partner

Sam Lewis Roofing, Limited Partnership

By: 

by F.E. Cammarata as attorney-in-fact

Name: Rambo Enterprise Holdings, Inc.

Title: General Partner

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 620.202 is being submitted.

1. The merging limited partnership's name and jurisdiction are listed below:

Name: Sam Lewis Roofing, Ltd.

Jurisdiction: Florida

2. The surviving limited partnership's name and jurisdiction are listed below:

Name: Sam Lewis Roofing, Limited Partnership

Jurisdiction: Virginia

3. The terms and conditions of the merger are as follows:

Each merging limited partnership shall be merged into the surviving limited partnership, and the effect of such merger shall be as stated in Section 620.204, Florida Statutes. The merging limited partnership shall be merged with and into the surviving limited partnership, the separate existence of the merging limited partnership shall cease, and the surviving limited partnership shall continue its existence under the laws of its state of formation under its present name. The surviving limited partnership shall possess and retain every interest of the merging limited partnership in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging limited partnership shall be vested in the surviving limited partnership without further act or deed. The title/interest in all real estate vested in the merging limited partnership shall become vested in the surviving limited partnership without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging limited partnership shall be vested in the surviving limited partnership without further act or deed. The surviving limited partnership shall be liable for all of the obligations of the merging limited partnership existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding partnership interests and options to acquire partnership interests of the merging limited partnership shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding partnership interests and options to acquire partnership interests of the surviving limited partnership shall remain outstanding.

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